

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re: \_\_\_\_\_ ) Chapter 11  
                ) \_\_\_\_\_  
W. R. GRACE & CO., et al.,     ) Case No. 01-01139 (KJC)  
                ) (Jointly Administered)  
Debtors.         ) \_\_\_\_\_  
                ) Re: Docket No. \_\_\_\_\_

**ORDER APPROVING FINAL FEE APPLICATION OF REED SMITH LLP, SPECIAL  
ASBESTOS PRODUCTS LIABILITY DEFENSE COUNSEL TO THE DEBTORS, FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES FOR THE PERIOD APRIL 2, 2001 THROUGH FEBRUARY 3, 2014 AND  
APPROVAL OF POST-EFFECTIVE DATE FEES AND EXPENSES  
RELATING TO FEE APPLICATIONS**

Upon consideration of the Final Fee Application of Reed Smith LLP ("Reed Smith"), Special Asbestos Products Liability Defense Counsel to the Debtors, for Compensation for Services Rendered and Reimbursement of Expenses for the Period April 2, 2001 Through February 3, 2014 and Approval of Post-Effective Date Fees and Expenses Related to Fee Applications (the "Final Fee Application") pursuant to 11 U.S.C. §§ 327, 328, 329, 330 and 331, Federal Rule of Bankruptcy Procedure 2016, and Local Bankruptcy Rule 2016-2; the Interim Compensation Order (as defined in the Application); and notice of the Final Fee Application being adequate and sufficient and in accordance with the; and upon the Court's review of the Final Fee Application; and considering objections to the Final Fee Application, if any; and good cause appearing therefor; it is hereby

ORDERED, that the Final Fee Application is granted on a final basis; and it is further

ORDERED, that to the extent that any of the following amounts have not already been paid, the Debtors shall pay Reed Smith the amount of \$18,029,661.35 as compensation for services rendered and the amount of \$2,056,764.13 as reimbursement for expenses.

ORDERED, that Reed Smith LLP's request for approval of (a) post-effective date fees and expenses in the combined total amount of \$20,556.60, and (b) an additional amount not to exceed \$12,000.00 in connection with any remaining fees or costs incurred in the fee application process is hereby approved.

Dated \_\_\_\_\_, 2014  
Wilmington, Delaware

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KEVIN J. CAREY  
UNITED STATES BANKRUPTCY JUDGE